

ARTICLES OF INCORPORATION
OF
[ALASKA CHARITABLE ORGANIZATION]

The undersigned natural persons of the age of 19 years or more, acting as the incorporators of a corporation under the provisions of the Alaska Nonprofit Corporation Act (Alaska Statutes 10.20) (the “**Act**”), hereby signs and verifies the following Articles of Incorporation for such corporation.

ARTICLE I
NAME

The name of the corporation shall be “*[Alaska Charitable Organization]*” (hereinafter referred to as the “**Corporation**”).

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSES AND POWERS

Section 1. Purposes. The Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986 (the “**Code**”). More specifically, the Corporation is organized to promote the health of the residents of the State of Alaska by: *[The permitted purposes are to be finalized after further discussion between PREMERA and state officials, taking into account input from interested members of the community.]*

- (a) improving the availability of quality, affordable health care and related services;
- (b) addressing the unmet health care needs of uninsured and underinsured populations;
- (c) supporting the education of health care providers to increase the number of active physician and non-physician providers and developing more efficient and effective health care delivery models;

- (d) supporting programs of medical, surgical and other scientific research aiming to (i) make health care delivery more comprehensive and flexible, and (ii) develop and promote the most efficient uses of health care facilities, resources and services;
- (e) supporting initiatives to address short and long-term public health care needs and concerns;
- (f) providing grants and establishing programs to carry out such purposes; and
- (g) otherwise serving the health care needs of residents of the state of Alaska.

Section 2. Powers. In furtherance of the foregoing purposes and subject to such limitations and conditions as are prescribed by law or in the Corporation's Articles of Incorporation or Bylaws, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, religious, scientific, literary or educational purposes, and engage in any lawful activity that may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies.

Section 3. General. In general, and subject to such limitations and conditions as are or may be prescribed by law or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers that now or hereafter are conferred by law upon a corporation organized for the purposes set forth above or are necessary or incidental to the powers so conferred or are conducive to the attainment of the Corporation's purposes.

ARTICLE IV LIMITATIONS

Section 1. Activities Consistent with Limitations of Section 501(c)(3). Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities which are prohibited for (a) a corporation exempt from federal income taxes under Section 501(c)(3) of the Code or a successor provision thereof or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or a successor provision thereof.

Section 2. Political Activity. No part of the activities of the Corporation shall be activities that, within the meaning of the Code, would constitute lobbying, the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. No Inurement to Private Persons. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer or other private person, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Section 4. No Self-dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or a successor provision thereof.

Section 5. Distribution of Income. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or a successor provision thereof.

Section 6. No Excess Business Holdings. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or a successor provision thereof.

Section 7. Limitations on Investments. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or a successor provision thereof.

Section 8. No Taxable Expenditures. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or a successor provision thereof.

Section 9. Distributions to Organizations Exempt under Section 501(c)(3). The Corporation shall not itself carry on programs in furtherance of its charitable purposes, but rather shall carry out its purposes primarily by making distributions to organizations that are exempt from taxation under Section 501(c)(3) of the Code and not classified as a private foundation by reason of being described in Sections 509(a)(1), 509(a)(2) or 509(a)(3) of the Code.

Section 10. Minimal Infrastructure. The Corporation shall minimize the infrastructure and expense necessary for its own operation.

Section 11. No New PREMERA Corp. Stock. The Corporation shall not, directly or indirectly, hold stock in New PREMERA Corp.

ARTICLE V MEMBERS

The Corporation shall have no members.

ARTICLE VI DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The powers and duties, number, qualifications, terms of office, manner of election, criteria for removal, time and place of meetings and powers and duties of the directors shall be prescribed in the Bylaws of the Corporation; provided that, no director may be (i) a member of the Board of Directors of *[Foundation Shareholder]*; (ii) a member of the Board of Directors of New PREMERA Corp. or New Premera Blue Cross Corp; or (iii) a member of the Board of Directors of or an officer or employee of a Blue Cross Blue Shield Association licensee or any other entity engaged in the business of providing coverage of or the administration of health benefits, including, without limitation, any health insurer, health care service contractor, hospital and medical service corporation, health maintenance organization, health carrier or health plan in Washington or Alaska, or any affiliate of any of the foregoing. The number of directors constituting the initial Board of Directors of the Corporation shall be _____ () director(s). *[Must be three or more directors.]* The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

[Subject to determination by state officials, taking into account input from interested members of the community.]

Name	Address
<i>[director]</i>	<i>[address]</i>
<i>[director]</i>	<i>[address]</i>
<i>[director]</i>	<i>[address]</i>

ARTICLE VII DIRECTOR LIABILITY LIMITATIONS

No director of the Corporation shall be personally liable to the Corporation for monetary damages for conduct as a director, unless such conduct involves (a) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law by the director, (b) a breach of a director's duty of loyalty to the corporation or (c) any transaction from which the director derives an improper personal benefit. If the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be deemed eliminated or limited to the full extent permitted by the Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or

modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE VIII INDEMNIFICATION

Section 1. Authority to Indemnify. The Corporation shall have the power and duty to indemnify, including advancing expenses to, any director, officer, employee or agent of the Corporation made or threatened to be made a party to any suit or legal proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or arising out of his or her activities undertaken on behalf of the Corporation, except that such indemnity shall not apply on account of:

- (a) Acts or omissions of such person finally adjudged to be not in good faith or intentional misconduct or a knowing violation of law;
- (b) With respect to directors, conduct of the director finally adjudged to be in breach of a director's duty of loyalty to the corporation; or
- (c) Any transaction with respect to which it was finally adjudged that such person derived an improper personal benefit.

This indemnity shall continue after a person has ceased to be a director, officer, employee or agent of the Corporation and may inure to the benefit of the heirs, executors, and administrators of such a person.

Section 2. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of disinterested directors or otherwise.

ARTICLE IX BYLAWS

Bylaws of the Corporation shall be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation. The authority to make, alter, amend or repeal bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the directors then in office, notwithstanding if the Corporation's Articles of Incorporation, Bylaws or applicable law permits a lesser number of directors to establish a quorum at a Board of Directors meeting.

**ARTICLE X
AMENDMENT**

These Articles of Incorporation may be amended by the affirmative vote of two-thirds (2/3) of the Directors then in office, notwithstanding if these Articles, the Bylaws of the Corporation or applicable law permits a lesser number of directors to establish a quorum at a Board meeting; provided that Article III ("Purposes and Powers"), Article IV ("Limitations"), Article V ("Members"), Article VI ("Directors"), this Article X, and Article XII ("Dissolution"), may be amended only by the unanimous vote of the directors then in office, notwithstanding if these Articles, the Bylaws of the Corporation or applicable law permits a lesser number of directors to establish a quorum at a Board meeting.

**ARTICLE XI
ADDRESS OF REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation shall be _____. The name of the initial registered agent of the Corporation at such address shall be _____.

**ARTICLE XII
DISSOLUTION**

No member, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon the winding up or dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or a successor provision thereof, and used exclusively to accomplish the purposes for which this Corporation is organized.

**ARTICLE XIII
INCORPORATOR**

The name and address of each incorporator of the Corporation is as follows:

<i>[Incorporator]</i>	<i>[address]</i>
<i>[Incorporator]</i>	<i>[address]</i>
<i>[Incorporator]</i>	<i>[address]</i>

IN WITNESS WHEREOF, the undersigned incorporators have signed these Articles of Incorporation this ____ day of _____, 20 ____.

[Incorporator]
Incorporator

[Incorporator]
Incorporator

[Incorporator]
Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

_____ hereby consents to serve as registered agent, in the State of Alaska, for _____ (the "Corporation"). We understand that as agent for the Corporation, it will be our responsibility to accept service of process in the name of the Corporation; to forward all mail and license renewals to the appropriate officer(s) of the Corporation; and to notify the Office of the Secretary of State immediately of our resignation or of any changes in the address of the registered office of the Corporation for which we are agent.

Date: _____, 20____.

[Registered Agent]

By _____
[Name of Officer of Registered Agent, Title]

Address:

[Address]